

July 25, 2023

To

Israel Securities Authority

www.magna.isa.gov.il

To

The Tel Aviv Stock Exchange Ltd.

www.maya.tase.co.il

Dear Sir/Madam,

Re: Report in Accordance with the Securities Regulations (Private Offering of Securities in a Listed Company), 2000

This report is issued in accordance with the decision of the Board of Directors of Bank Leumi le-Israel B.M. of June 28, 2023 (hereinafter - the “**Bank**” and the “**Date of Board of Directors’ Resolution**”, respectively) and the resolution of the Board of Directors dated July 5, 2023, regarding the approval of an immaterial private offering of securities to the Bank’s President and CEO, Mr. Hanan Friedman (hereinafter - “**Mr. Friedman**”) - which is not material nor extraordinary - to 12 Bank employees of the Bank who serve as members of the Bank’s management and one employee of the Bank’s subsidiary (hereinafter jointly - the “**Offerees**”),¹ in accordance with an outline published by the Bank on August 16, 2022 (Ref. No.: 2022-01-103780) (hereinafter - the “**Outline**”), which is incorporated in this report by way of reference as described below.

1. The offered securities, their terms and their percentage of the Bank’s voting rights and issued and paid-up share capital subsequent to the allocation

- 1.1. As part of the allocation, the Bank shall allocate the Offerees, 1,135,570 non-marketable options (hereinafter - the “**Options**”)² exercisable to up to 1,135,570 ordinary Bank shares of NIS 1 par value each (hereinafter - “**Ordinary Shares**”), of which 145,794 Options will be

¹ The Offerees are not interested parties in the Bank by virtue of their holdings, and will not become interested parties by virtue of holdings as a result of the allocation, which is the subject matter of this report. Furthermore, employer-employee relationships are in place between all the Offerees and the Bank and/or Bank subsidiaries.

² Equivalent to approx. 3 salaries of each of the Offerees.

allocated to Mr. Friedman. All subject to adjustments, as detailed in Section 2 below. The actual award of the options is conditional upon receiving the approval of the Tel Aviv Stock Exchange (hereinafter - "**TASE**"). Unless expressly otherwise stated in this report, the Options will be subject to all the provisions set out in the Outline.

- 1.2. The allocation of the Options shall be carried out in accordance with the Bank's Officer Compensation Policy and subject to approval by the Bank's General Meeting, in accordance with this Allocation Report, under the capital gains track (through a trustee) in accordance with Section 102 to the Income Tax Ordinance (New Version), 1961 (hereinafter - the "**Ordinance**"), and in accordance with the equity compensation plan adopted by the Bank on June 1, 2022 (hereinafter - the "**Option Plan**").
- 1.3. Assuming all offered Options will be exercised, the Ordinary Shares that will be allocated to the Offerees as a result of the exercise of options shall constitute approx. 0.07387% of the Bank's voting rights and issued and paid-up share capital, and approx 0.07382% of the Bank's voting rights and issued and paid-up share capital on a fully diluted basis.
- 1.4. The exercise price of the Options shall be NIS 27.59 per share (hereinafter - the "**Exercise Price**"). The exercise price is not linked to the CPI. The Exercise Price was set, as specified in Section 8.3 to the Outline, in accordance with the average closing price of the Bank's share in the thirty trading days that preceded the date of the Board of Directors' resolution. The exercise price is approx. 1.1% higher than the closing price of the Bank's share on the Stock Exchange immediately prior to the Board of Directors' decision.
- 1.5. The Options shall not be listed on the TASE. The exercise shares that will be issued as a result of the exercise of the Options shall be listed on the TASE. In that context, the Bank will ask the TASE to list the exercise shares immediately after the publication of this report. In accordance with the TASE Rules and Regulations, the exercise shares shall be registered in the Bank's Register of Shareholders in the name of the nominee company.
- 1.6. Notwithstanding the provisions of Section 11 to the Outline, the Options will be valid through the end of the exercise period even if any of the Offerees' term in office at the Bank ends.
- 1.7. The shares issued that will arise from the exercise of the Options will have the same rights as the Ordinary Shares for all intents and purposes.

1.8. Vesting

Without derogating from the performance targets for exercise (as described in Section 1.11 below), all of the Options will vest on their award date.

1.9. Exercise method

The Options will be exercised using a mechanism for the exercise of options into shares based on the benefit component (net exercise) whereby the Offeree will be entitled to receive shares that reflect the benefit component embodied in the exercised options as described in Section 10.4 to the Outline. At the exercise date of the Options, the Offeree shall not pay the Bank, in practice, in respect of the exercise of the Options, and the Bank, inasmuch as required by law, shall capitalize into share capital the par value of the exercise shares allocated, out of profits, as defined in Section 302(B) of the Companies Law, 1999 (hereinafter - the “**Companies Law**”), from a premium on Shares, or from any other source included in its shareholders’ equity stated in its most recent financial statements at the relevant date, all in accordance with and subject to the provisions of Section 304 of the Companies Law. For the avoidance of doubt, it is hereby clarified that according to this exercise method, the Options are exercisable into a quantity of Shares reflecting the benefit component only.

1.10. Exercise date

Subject to the performance targets for exercise as stated in Section 1.11 below, which arise from the requirements set out in the Proper Conduct of Banking Business Directives listed in Section 1.11 below, the Options that will be allocated will be exercisable up to no later than 57 months from their allocation date (hereinafter - the “**Last Exercise Date**”). Notwithstanding the above, if after 45 months from the Options’ allocation date the Options’ intrinsic value will be equal to or higher than the fair value of the Options (as defined below), the exercise period will become shorter, and all Options that were not exercised through that date will be exercised automatically in the manner described in Section 1.9 above.

At the last exercise date of each tranche, the Options shall expire (if not previously expired or exercised according to the provisions of the Option Plan), and the Options shall not be exercisable as of that date.

The foregoing notwithstanding, if, at the last exercise date of the Options, the exercise thereof by the Offeree is prohibited due to lockup periods to be established, or periods in which restrictions apply according to the policy of the Bank concerning the prohibition of use of insider information (hereinafter, jointly - the “**Trading Prohibition Periods**”), the exercise period shall conclude at the end of an additional period of a number of days equal to the number of days comprising the Trading Prohibition Periods, in addition to and beyond the end of the Trading Prohibition Period. The Bank shall notify the Offerees of the extension of the period of the Option, as described above.

Subject to approvals in accordance with the law, the Board of Directors is authorized to decide, at its sole discretion, that certain circumstances justify the extension of the exercise period of all or part of the Options, with respect to all or some of the Offerees, subject to the officer compensation policy of the Bank.

Options that will not be exercised through the Last Exercise Date (subject to the lockup period in accordance with Section 102 to the Ordinance), will expire and canceled as stated above, and these Options shall revert to the Pool used by the Bank, from which the Bank shall be permitted to grant Options in accordance with the provisions of the Option Plan and the Outline, at its sole discretion.

1.11. Performance targets for exercise

According to the above, and noting the requirements of Directive 301A, the exercise of the Options will generally be made possible by the Trustee in 3 equal tranches over three years (immediately prior to the publication of the Bank’s annual financial statements for 2023, 2024 and 2025 (hereinafter - the “**Release Dates**”), that is to say, the Offeree will be allowed but not obliged to exercise one third as from April 1, 2024, a further third as from April 1, 2025, and the entire number of options as from April 1, 2026 through the Last Exercise Date, subject to the lockup period as per the Income Tax Ordinance, and subject to the fulfillment of the regulatory exercise terms (as defined below). However, in relation to some of the Offerees, including the President and CEO, the exercise of the Options will be made possible by the Trustee at the end of the lockup period in accordance with the Income Tax Ordinance subject to the fulfillment of the regulatory exercise terms as of that date, all in accordance with the provisions set in the letters of allocation for each Offeree.

The regulatory exercise terms - in accordance with the provisions of Directive 301A to the Proper Conduct of Banking Business Directives (regarding the compensation policy in a banking corporation) (hereinafter - “**Directive 301 A**”), a restriction was placed on the

exercise of the Options as stated below, which will apply **in addition** to the lockup period and the other requirements set by virtue of Section 102 to the Income Tax Ordinance: such Options and/or exercise shares will be exercisable by any of the Offerees provided that immediately prior to each of the Release Dates (as defined above) the Bank will comply with the capital adequacy ratio required in accordance with the Banking Supervision Department in accordance with the Bank's latest financial statements (hereinafter - the "**Regulatory Exercise Terms**"), and subject to all other requirements applicable to the Bank by virtue of Directive 301A. Should the Bank fail to meet the Regulatory Exercise Terms on any of the Release Dates, the Offerees' entitlement to the relevant tranche of Options will not expire; rather, the Offerees' entitlement in relation to that tranche will be postponed to the next date on which the Bank will meet, as per its financial statements, the Regulatory Exercise Terms as stated above. The exercise date of the Options can be deferred in this manner until the Last Exercise Date.

In the event that the expiration date of an Option of any tranche arrives before the Regulatory Performance Target has been attained (without impairment of Options included in other tranches), the Offeree shall not be permitted to exercise any Option of the Options included in the relevant tranche. The Options shall revert to the Pool used by the Bank, from which the Bank shall be permitted to grant Options in accordance with the provisions of the Option Plan and the Outline, at its sole discretion.

1.12. The economic value of the Options

The fair value of the Options offered to Mr. Friedman (as in the case of all other Offerees) was calculated using the Monte Carlo model (hereinafter - "**Monte Carlo**"), and was estimated at approx. NIS 505 Agorot per Option (hereinafter - "**Option's Fair Value**") - NIS 5.05 in total. The key assumptions used in determining the fair value of the Options are as follows: -

- 1.12.1. Calculation date: June 27, 2023
- 1.12.2. Closing price in NIS of the Share of the Bank on the TASE on the trading day preceding the date of approval by the Board of Directors: NIS 27.29
- 1.12.3. Exercise Price per Option: NIS 27.59
- 1.12.4. The Options' maximum exercise period: 57 months from the allocation date. (Subject to the possibility of enforced exercise as stated above)
- 1.12.5. Annual discount rate applied to the options: 3.7%-4.5%

1.12.6. Standard deviation: 22%

1.12.7. Maximum benefit: 150% in relation to the exercise price.

2. Adjustment of rights and provisions for protecting the Offerees

2.1. **Mergers and acquisitions** – If the Bank is a party to a share exchange agreement or arrangement (such as a merger transaction or restructuring) (hereinafter - the “**Exchange Transaction**”) in which it is proposed that the shareholders of the Bank exchange the Shares for securities of any other corporation (hereinafter - the “**Other Corporation**”), the Bank shall endeavor to cause the Other Corporation to undertake to allocate to the Offerees, if the Offerees exercised after the Exchange Transaction pursuant to the terms of the Options, the aforesaid securities offered to the shareholders of the Bank as though the Offerees had been the owners of the exercise shares on the Effective Date for the aforesaid Exchange Transaction.

In the event of such an Exchange Transaction, the Bank is permitted to obligate the Offerees to receive, in respect of all unexercised Options held by them or on their behalf, Options exercisable into shares of the Other Corporation in exchange for the Options of the Bank that they hold, according to the exchange ratio to be established for all shareholders of the Bank, provided that the sum total of the Exercise Price in respect of all of the exchanged Options to be allocated is equal to the sum total of the Exercise Price in respect of all such unexercised Options held by or on behalf of the Offerees.

2.2. **Liquidation** – If a decision is made regarding voluntary liquidation of the Bank, while there are unexercised Options under this allocation, in the event of voluntary liquidation each holder of an allocation letter shall be considered to have exercised their right to the exercise of the Option into a Share immediately upon the decision to liquidate, without the need for the condition of the exercise notice. The exercise increment shall be deducted from the payments to be transferred to the shareholders in the course of the liquidation.

2.3. **Technical changes in the capital of the Bank** – In any event of a change in the issued share capital of the Bank by means of a share split, share consolidation, change in structure of the capital of the Bank, or any similar event by or of the Bank, the number and class of Shares within this grant or the exercisable Shares as a result of the exercise of the Options granted under this grant, and/or the exercise increment, shall be adjusted proportionally in order to preserve the number of Shares and the accrued exercise increment thereof, under the condition that no such adjustments are performed following the distribution of rights in respect of issued Shares.

- 2.4. **Distribution of bonus shares.** If during the term of the Options the Bank will distribute bonus shares to the holders of its ordinary shares, the Offerees' rights shall be preserved as follows: immediately after the record date for the distribution of the bonus shares (hereinafter - the "**Effective Date**"), the number of exercise shares that the Offeree is entitled to receive will increase by adding the additional number and class of shares to which the Offeree had been entitled as bonus shares had he/she exercised the unexercised Options immediately prior to the Effective Date. It is clarified that such an adjustment will apply to all Options, for which the Offeree's right to exercise them was established through the Effective Date (including with respect of such Options that the Offeree was not entitled to exercise on the Effective Date).
- 2.5. **Dividend Distribution.** If the Bank distributes a dividend, and the record date for the distribution thereof precedes the exercise date of the Options, including Options the vesting date of which has not yet arrived, the exercise increment shall be reduced by the amount of the dividend distributed by the Bank, and the rights of the Offerees to the Options shall be preserved ("**Dividend Adjustment**"). It is clarified that in any case in which the Bank distributes a dividend, and at the date of record for distribution of the dividend the Trustee holds exercise shares on behalf of any of the Offerees, the Bank shall transfer, to the Trustee, amounts of the dividend in respect of the exercise shares held by the Trustee, as stated, for each Offeree; the Trustee shall deduct tax at source, in accordance with the law, if and as required, and shall then transfer the dividend amounts (after deduction of the tax) to the Offeree.
- 2.6. **Offering by way of rights.** In the event that the Bank issues rights to holders of its ordinary shares during the term of the Options, the exercise price of each Option (that has not yet been exercised through that date) will be reduced on the "Ex-Rights" date by an amount that is equal to the benefit component. It is clarified that such an adjustment will apply to all Options (including with respect of such Options that the Offeree was not entitled to receive or exercise on the Effective Date for issuance of rights).
- In this section, the "**Benefit Component**" means: the difference between the share price on the TASE, which was used - as per the prospectus for the issuance of the rights - as the basis for the calculation of the "Ex-Rights" share price that was specified in the prospectus, and the "Ex-Rights" share price in accordance with the said prospectus.
- 2.7. Notwithstanding the provisions of this section, under no circumstance will the exercise price of each option be lower than the par value or a minimum threshold that will be set in the TASE Rules and Regulations, should such a threshold be set (all subject to any law and the TASE Rules and Regulations).

2.8. For the avoidance of doubt, in any case of adjustments pursuant to this section, the Offerees shall not be entitled to receive part of one whole Share, and the number of Shares allocated to each Offeree shall be rounded upward to the closest Share, and the provisions of the Option Plan on this matter shall apply.

2.9. No exercise of the Options will be made on the record date for the distribution of bonus shares, an offering by way of rights, dividend distribution, reverse split, capital split or capital reduction (each of the above will be called hereinafter - a "**Bank Event**"). If the ex-date of a Bank Event falls before the Effective Date of a Bank Event, no exercise of the Options will be made on such ex-date.

3. The consideration

The Options that shall be awarded to the Offerees shall be allocated without consideration.

Description of agreements, whether written or oral, between the Offerees and a Bank shareholder or between some all or of the Offerees, among themselves or between them and others, in connection with the purchase or sale of the Bank's securities or in connection with voting rights therein, to the best of the Bank's knowledge, after review and while describing the tests carried out:

To the best of the Company's knowledge, there are no agreements, whether written or oral, between any of the Offerees and another Bank shareholder or between some all or of the Offerees, among themselves or between them and others, in connection with the purchase or sale of the Bank's securities or in connection with voting rights therein.

It should be clarified that the Offerees' entitlement to the Options replaces an existing entitlement to various compensation components.

4. Details of impediments or restrictions on transactions involving the offered securities that will apply to the Offerees to the best of the Bank's knowledge:

4.1. The allocation of the Options to the Offerees pursuant to this offering shall be subject to the provisions of Section 102 to the Income Tax Ordinance [New Version], under the capital gains tax track (through a trustee) (Section 102 referred to above, and the regulations promulgated thereunder³ shall be named hereinafter - the "**Provisions of Section 102**"), among other things:

³ Including the tax rulings issued to the Bank of October 27, 2022.

- 4.1.1. In accordance with the Section 102 Provisions, the Options shall be allocated to the Trustee for the Offeree, and the Trustee shall act with respect to the Options and the exercise shares in accordance with the Section 102 Provisions, and in accordance with the provisions of the trust and the procedure for the exercise of the Options and sale of the exercise shares, as shall be determined between the Bank and the Trustee.
- 4.1.2. Any tax liability in connection with the Options (including in connection with the award, exercise, or sale of the Options or the shares arising upon their exercise) shall be borne exclusively by the Offerees.
- 4.1.3. The Trustee shall hold the Options for the Offerees throughout the period of existence of the Options, and shall hold the exercise shares until their sale or until payment of the tax applicable to the Offeree, whichever is earlier, and subject to the regulatory restriction. If the Offeree seeks to sell the exercise shares before the applicable tax has been paid, the Offeree shall be permitted to do so through the Trustee, subject to the terms of an arrangement to be established, if established, with the Israel Tax Authority and subject to the payment of tax. The Trustee shall be permitted to deduct any amount from the consideration of the sale to ensure the payment of the tax.
- 4.2. It is noted that the Board of Directors of the Bank shall be authorized to impose, from time to time, general restrictions on the employees of the Bank, including the Offerees, concerning lockup periods near the end of a calendar quarter period, until the publication of the financial statements of the Bank in respect thereof, or close to the dividend distribution dates, during which they cannot sell the exercise shares (or exercise the Options).
- 4.3. For information regarding impediments or restrictions on transactions involving the offered securities in accordance with Directive 301A, see Section 1.11 above.
- 4.4. Without derogating from the provisions of the Compensation Policy and this report, the Offerees shall be subject to the provisions and restrictions set in the applicable law, including the Securities Law and the regulations promulgated thereunder, and the Income Tax Ordinance; the Offerees will also be subject to the restrictions and provisions as set out by the Board of Directors from time to time, including restrictions regarding the use of insider information.

5. Mr. Friedman's terms of service and employment

For information regarding Mr. Friedman's terms of service and employment in accordance with the Sixth Addendum to the Securities Regulations (Periodic and Immediate Reports), 1970, see Regulation 21 to the Bank's 2022 Periodic Report, which was published on March 14, 2023 (Ref No.: 2023-01-026757).

6. Vested interest

To the best of the Bank's knowledge, a Bank substantial shareholder or officer does not have a vested interest in the allocation of the securities, other than Mr. Friedman and members of the Bank's management: Michal Alterman, Eyal Efrat, Hagit Argov, Bosmat Ben-Zvi, Eyal Ben-Haim, Omer Ziv, Uri Yonissi, Ronen Mori, Avraham Polak, Avivit Klein, Liat Shuv, Jaime Schcolnik, who are among the Offerees in this offering.

7. Bank's share capital, quantity and percentage of holdings by Offerees and Bank's interested parties

As of the report date, the Bank's authorized share capital comprises 3,215,000,000 ordinary shares. The Bank's issued and paid-up share capital prior to the allocation which is the subject matter of this report comprises 1,615,629,355 ordinary shares, and the Bank's issued share capital prior to the allocation as stated above - on a fully diluted basis - comprises 1,616,764,925 ordinary shares.

For information regarding the Offerees' holdings in the Bank's share capital after the offering (voting rights and capital), and the holdings of the interested parties and all other Bank shareholders as of the report date and subsequent to the allocation in accordance with this report, see Appendix A.

8. The required approvals

The allocation of the offered securities is subject to the TASE's approval of the listing of the allocated shares and the shares that will arise from the exercise of the Options. Immediately after the publication of this immediate report, the Bank will submit such an application. The allocation of the securities to Mr. Friedman ~~and to Mr. Omer Ziv (Head of the Bank's Capital Markets Division)~~, is also subject to the approval of the Bank's General Meeting. The Bank intends to publish as soon as possible a summons for an extraordinary meeting, the agenda of which will include the approval of the private allocation to Mr. Friedman ~~and to the Head of the Bank's Capital Markets Division~~.

9. Date of allocating the securities

The offered securities will effectively be allocated to the Offerees immediately after receipt of the TASE and General Meeting's approval.

Bank Leumi le-Israel B.M.

Omer Ziv

Michal Alterman, Adv.

Head of the Capital Markets Division

Bank's Chief Legal Counsel

Tel Aviv, July 5, 2023

Appendix A

Quantity and holding rate in capital and voting rights before the allocation which is the subject matter of this report			
Name	No. of shares	Warrants	% of the Bank's equity and vote*
Excellence Investments Ltd. - Mutual Funds	33,132,216	-	2.15%
Excellence Investments Ltd. - Market Making	-295,358	-	0%
The Phoenix Holdings Ltd. - Provident Funds	75,833,409	-	4.93%
The Phoenix Holdings Ltd. - Nostro	1,836,195	-	0.12%
The Phoenix Holdings Ltd. - Profit-Sharing	181,044	-	0.01%
Harel Insurance Investments and Financial Services Ltd. - Mutual Funds	23,887,261	-	1.55%
Harel Insurance Investments and Financial Services Ltd. - Provident Funds	62,770,800	-	4.08%
Harel Insurance Investments and Financial Services Ltd. - Nostro	3,592,295	-	0.23%
Meitav Investment House Ltd. - Mutual Funds	49,477,760	-	3.22%
Meitav Investment House Ltd. - Provident Funds	33,874,530	-	2.20%
Clal Insurance Enterprises Holdings Ltd. - nostro	1,722,221	-	0.11%
Clal Insurance Enterprises Holdings Ltd. - Provident Funds	86,070,971	-	5.60%
Altshuler Shaham Ltd. - Provident funds	75,082,002	-	4.88%
Altshuler Shaham Ltd. - Mutual funds	3,512,907	-	0.23%
Friedman Hanan	78,384	-	0.01%
Officers	113,178	792,519	0.01%
The public	1,087,176,657	-	70.686%
Total	1,538,046,472	792,519	100%

After the allocation (undiluted)			
Name	Number of shares	Options	Percentage of capital and voting rights (undiluted)*
Excellence Investments Ltd. - Mutual Funds	33,132,216	-	2.15%
Excellence Investments Ltd. - Market Making	-295,358	-	0%
The Phoenix Holdings Ltd. - Provident Funds	75,833,409	-	4.93%
The Phoenix Holdings Ltd. - Nostro	1,836,195	-	0.12%
The Phoenix Holdings Ltd. - Profit-Sharing	181,044	-	0.01%
Harel Insurance Investments and Financial Services Ltd. - Mutual Funds	23,887,261	-	1.55%
Harel Insurance Investments and Financial Services Ltd. - Provident Funds	62,770,800	-	4.08%
Harel Insurance Investments and Financial Services Ltd. - Nostro	3,592,295	-	0.23%
Meitav Investment House Ltd. - Mutual Funds	49,477,760	-	3.22%
Meitav Investment House Ltd. - Provident Funds	33,874,530	-	2.20%
Clal Insurance Enterprises Holdings Ltd. - nostro	1,722,221	-	0.11%
Clal Insurance Enterprises Holdings Ltd. - Provident Funds	86,070,971	-	5.60%
Altshuler Shaham Ltd. - Provident funds	75,082,002	-	4.88%
Altshuler Shaham Ltd. - Mutual funds	3,512,907	-	0.23%
Friedman Hanan	78,384	145,794	0.01%
Officers	113,178	792,519	0.01%
Officers and employees who were allocated options in accordance with this report.	-	989,776	-
The public	1,087,176,657	-	70.68%
Total	1,538,046,472	1,928,089	100%

After the allocation (fully diluted)		
Name	Number of shares	Percentage of capital and voting rights (fully diluted) *
Excellence Investments Ltd. - Mutual Funds	33,132,216	2.15%
Excellence Investments Ltd. - Market Making	-295,358	0%
The Phoenix Holdings Ltd. - Provident Funds	75,833,409	4.92%
The Phoenix Holdings Ltd. - Nostro	1,836,195	0.12%
The Phoenix Holdings Ltd. - Profit-Sharing	181,044	0.01%
Harel Insurance Investments and Financial Services Ltd. - Mutual Funds	23,887,261	1.55%
Harel Insurance Investments and Financial Services Ltd. - Provident Funds	62,770,800	4.07%
Harel Insurance Investments and Financial Services Ltd. - Nostro	3,592,295	0.23%
Meitav Investment House Ltd. - Mutual Funds	49,477,760	3.21%
Meitav Investment House Ltd. - Provident Funds	33,874,530	2.20%
Clal Insurance Enterprises Holdings Ltd. - nostro	1,722,221	0.11%
Clal Insurance Enterprises Holdings Ltd. - Provident Funds	86,070,971	5.58%
Altshuler Shaham Ltd. - Provident funds	75,082,002	4.87%
Altshuler Shaham Ltd. - Mutual funds	3,512,907	0.23%
Friedman Hanan	224,178	0.01%
Share of officers	905,697	0.05%
Officers and employees who were allocated options in accordance with this report.	989,776	0.06%
The public	1,086,902,972	70.75%
Total	1,541,381,824.00	100%

President and CEO - after the allocation under a fully diluted assumption			
Name	Number of shares	No. of options	President and CEO's percentage of capital and voting rights (fully diluted)*
Excellence Investments Ltd. - Mutual Funds	33,132,216	-	2.15%
Excellence Investments Ltd. - Market Making	-295,358	-	0%
The Phoenix Holdings Ltd. - Provident Funds	75,833,409	-	4.93%
The Phoenix Holdings Ltd. - Nostro	1,836,195	-	0.12%
The Phoenix Holdings Ltd. - Profit-Sharing	181,044	-	0.01%
Harel Insurance Investments and Financial Services Ltd. - Mutual Funds	23,887,261	-	1.55%
Harel Insurance Investments and Financial Services Ltd. - Provident Funds	62,770,800	-	4.08%
Harel Insurance Investments and Financial Services Ltd. - Nostro	3,592,295	-	0.23%
Meitav Investment House Ltd. - Mutual Funds	49,477,760	-	3.22%
Meitav Investment House Ltd. - Provident Funds	33,874,530	-	2.20%
Clal Insurance Enterprises Holdings Ltd. - nostro	1,722,221	-	0.11%
Clal Insurance Enterprises Holdings Ltd. - Provident Funds	86,070,971	-	5.60%
Altshuler Shaham Ltd. - Provident funds	75,082,002	-	4.88%
Altshuler Shaham Ltd. - Mutual funds	3,512,907	-	0.23%
Hanan Friedman	224,178	-	0.01%
Share of officers	113,178	-	0.01%
Officers and employees to whom Options had been previously allocated	-	2,473,467	0%
Officers to whom Options were allocated in accordance with this report.	-	989,776	0%
The public	1,086,565,616	-	70.65%
Total	1,537,918,581.00	3,463,243	100%

* Net of treasury shares.